

ICC Copy
14863-J

SUPPLEMENT TO ASSIGNMENT OF LEASES
SUPPLEMENT NO. 4

TO

SCHEDULE 1

ANNEXED TO ASSIGNMENT OF LEASES

DATED AS OF DECEMBER 13, 1985

BY

ACF INDUSTRIES, INCORPORATED

("ASSIGNOR")

TO

FLEET NATIONAL BANK, AS AGENT ("AGENT")

RECORDATION NO. 14863-J Filed 1426

JUN 11 1987 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, Assignor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Assignor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Assignor and the Agent entered into a certain Assignment of Leases dated as of December 13, 1985 (the "Assignment");

WHEREAS, pursuant to the Loan Agreement, the Assignor is obligated from time to time to deliver to the Agent this Supplement to Assignment of Leases and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Assignor shall execute and deliver to the Agent this Supplement to Assignment of Leases;

NOW, THEREFORE, the parties hereto hereby agree as follows:

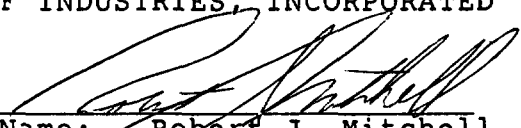
1. Schedule I to the Assignment is hereby amended by deleting therefrom the railroad equipment lease agreements covering or relating to the railroad rolling stock bearing the

car numbers hereinafter listed, which lease agreements are hereby released from the lien and assignment created under and pursuant to the Assignment:

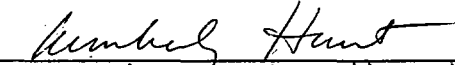
See Schedule II annexed hereto and made a part hereof.

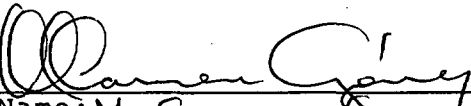
IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed as of this 29th day of May, 1987.

ACF INDUSTRIES, INCORPORATED

By 
Name: Robert J. Mitchell
Title: Treasurer

FLEET NATIONAL BANK, as Agent

By 
Name: Kimberly Hunt
Title: SVP

By 
Name: M. Carmen Gomez
Title: Corp. Lending Officer

Schedule II

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| <u>CAR NUMBERS</u> | <u>DATE BUILT</u> | <u>CAR COST</u> | <u>NUMBER OF CARS</u> | <u>AAR DESIGNATION</u> |
|--------------------|-------------------|-----------------|-----------------------|------------------------|
| 39744 - 39746 | 12/86 | 126,423 | 3 | C214 |
| 39750 - 39751 | 12/86 | 84,282 | 2 | |
| 39756 - 39769 | 12/86 | 589,974 | 14 | |
| 39771 - 39774 | 12/86 | 168,564 | 4 | |
| 39776 - 39777 | 12/86 | 84,282 | 2 | |
| 40701 - 40730 | 10/86 | 1,345,266 | 30 | |
| 40751 - 40850 | 11/86 | 4,340,022 | 100 | |
| 40851 - 40953 | 12/86 | 4,400,853 | 103 | C614 |
| 40731 - 40750 | 12/86 | 1,255,140 | 20 | |
| 51302 - 51305 | 10/86 | 252,195 | 4 | |
| 51306 | 11/86 | 65,018 | 1 | |
| 51327 - 51338 | 9/86 | 802,948 | 12 | |
| 51339 - 51352 | 10/86 | 921,560 | 14 | |
| 51353 - 51384 | 11/86 | 2,093,288 | 32 | |
| 51385 - 51391 | 12/86 | 446,124 | 7 | |
| 51395 - 51400 | 12/86 | 378,750 | 6 | |
| 51405 | 12/86 | 63,125 | 1 | |
| 51407 | 12/86 | 63,125 | 1 | |
| 51415 | 12/86 | 63,125 | 1 | |
| 51417 - 51418 | 12/86 | 126,250 | 2 | |
| 51420 | 12/86 | 63,125 | 1 | |
| 71463 - 71477 | 10/86 | 605,706 | 15 | T104 |
| 71571 - 71590 | 12/86 | 712,620 | 20 | |
| 71683 - 71687 | 12/86 | 189,470 | 5 | |
| 71439 | 10/86 | 44,872 | 1 | T105 |
| 71445 | 10/86 | 44,873 | 1 | |
| 71451 - 71456 | 10/86 | 269,238 | 6 | |
| 71458 - 71462 | 10/86 | 224,365 | 5 | |
| 71561 - 71562 | 11/86 | 80,880 | 2 | |
| 71566 - 71570 | 11/86 | 202,200 | 5 | |
| 71478 - 71480 | 9/86 | 130,722 | 3 | T106 |
| 71536 - 71540 | 11/86 | 228,817 | 5 | |
| 71394 - 71396 | 9/86 | 115,593 | 3 | T107 |
| 71496 - 71525 | 11/86 | 1,029,540 | 30 | T108 |
| 71541 - 71560 | 12/86 | 778,980 | 20 | |
| 71650 - 71669 | 12/86 | 765,710 | 20 | |
| 71526 - 71535 | 12/86 | 388,470 | 10 | T645 |

Schedule II

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| <u>Car Number</u> | <u>Quantity</u> | <u>AAR Designation</u> | <u>Cost</u> |
|-------------------|-----------------|------------------------|--------------|
| 39747-39749 | 3 | C214 | \$ 126,579 |
| 39752-39755 | 4 | " | \$ 168,772 |
| 39770 | 1 | " | \$ 42,193 |
| 39775 | 1 | " | \$ 42,193 |
| 39778-39822 | 45 | " | \$ 1,898,694 |
| 40954-41036 | 83 | " | \$ 3,699,198 |
| 41037-41049 | 13 | " | \$ 583,110 |
| 41051-41054 | 4 | " | \$ 179,420 |
| 64504-64505 | 2 | " | \$ 111,064 |
| 64536-64606 | 71 | C214 | \$ 3,612,379 |
| 41076-41077 | 2 | C614 | \$ 127,173 |
| 51427-51428 | 2 | " | \$ 138,926 |
| 71591-71599 | 9 | T073 | \$ 628,550 |
| 77292-77297 | 6 | T906 | \$ 408,406 |

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 10th day of June, 1987, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 HEWLETT AVENUE, MERRICK, N.Y., that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Richard M. Kahn

RICHARD M. KAHN
Notary Public, State of New York
No. 31-4862573
Qualified in New York County
Certificate Filed in New York County
Commission Expires July 14, 1988

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 10th day of June, 1987, before me personally came Kimberly H. Hunt, to me known, who being to me duly sworn, did depose and say that she resides at 130 E. 67th St., NY, NY 10021, that she is the St. Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.

Regina L. Edelman

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 1990

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 10th day of June, 1987, before me personally came M. Carmen Gomez, to me known, who being to me duly sworn, did depose and say that he resides at 144-20 38th Ave. Flushing NY 11354, that she is the Corporate Banking Officer of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

Regina L. Edelman

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 1990